



**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Richard W. Benka
Boston Office
617-832-1103
rbenka@foleyhoag.com

June 26, 2006

BY HAND AND E-FILING

Mary L. Cottrell, Secretary
Department of Telecommunications and Energy
One South Station
Boston, MA 02110

Re: D.T.E. 06-40 - NSTAR Electric Petition for Approval of Merger

Dear Secretary Cottrell:

Enclosed for filing in the above-captioned matter please find the original and five copies of The Energy Consortium's Petition to Intervene.

I have also enclosed a Certificate of Service.

Thank you for your attention to these matters.

Sincerely yours,

Richard W. Benka

RWB:dmc
Enclosures

cc: Joan Foster Evans, Hearing Officer
Robert N. Werlin, Esq.
Joseph Rogers, Esq.

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

<hr/>	
Joint Petition of Boston Edison Company,)
Cambridge Electric Light Company, Canal)
Electric Company and Commonwealth)
Electric Company d/b/a NSTAR Electric)
for Approval of Merger)
<hr/>)

D.T.E. 06-40

THE ENERGY CONSORTIUM'S PETITION TO INTERVENE

Pursuant to 220 C.M.R. §1.03(1), The Energy Consortium ("TEC") hereby petitions for leave to intervene as a full-party intervenor in the above-referenced proceeding before the Department of Telecommunications and Energy ("Department").

In support of its Petition, TEC states as follows:

1. TEC is a non-profit association of large commercial, industrial, and institutional energy users that own and operate facilities in Massachusetts. TEC's offices are located at 24 Hastings Road, Lexington, MA 02421-6807.

2. On May 26, 2006, Boston Edison, Cambridge Electric Light Company, Canal Electric Company and Commonwealth Electric Company (collectively, the "NSTAR Companies") filed a petition with the Department for approval pursuant to G.L. c. 164, § 96, of an Agreement and Plan of Merger ("Merger Agreement") among and between the NSTAR Companies.

3. TEC includes members served by the NSTAR Companies.

4. TEC has intervened or participated in numerous prior proceedings before the Department including D.T.E. 05-85, where the Department approved a Settlement Agreement between the NSTAR Companies and the Massachusetts Office of the Attorney General which

contemplated the filing of a merger proposal requiring the Department's review and approval. Boston Edison Company, D.T.E. 05-85 (December 30, 2005), at 7.

5. By Notice of Public Hearing and Procedural Conference dated June 12, 2006 ("Notice"), the Department directed that any person interested in participating in this investigation file a written petition for leave to intervene or to participate no later than the close of business on Monday, June 26, 2006.

6. In conducting adjudicatory hearings, the Department may "allow any person showing that he may substantially and specifically be affected by the proceeding, and allow any other interested person to participate by presentation of argument orally or in writing, or for any limited purpose" as the Department may order. See G.L. c. 30A, § 10; see also 220 CMR 1.03(1).

7. For reasons including but not limited to the following, TEC members that are customers of the NSTAR Companies will be substantially and specifically affected by this proceeding:

a. TEC members served by the NSTAR Companies are significant energy users. This proceeding could affect the determination and allocation of costs, rates, tariff terms and conditions, tariff availability, conditions of merger, and other matters that could have a significant effect on members of TEC. Among other things, the Merger Agreement seeks to consolidate retail rates for Basic Service, the Pension Adjustment Factor, and Transmission Service as well as to reclassify certain transmission facilities as distribution facilities. Notice at 2. Those changes, as well as others contemplated in the Merger Agreement, could substantially and specifically affect TEC members' costs of operations in service territories that now have

distinct rates, as well as plans with respect to new, expanded or reduced investment in operations in Eastern Massachusetts, including the location of such investment.

b. TEC members are billed and pay significant sums to the NSTAR Companies and, in addition, because of their usage characteristics are affected by rates and tariffs (e.g., standby and supplemental services) and changes in rates and tariffs in ways that are fundamentally different from the ways in which other customers of the NSTAR Companies are affected. The precise treatment of rates and the allocation of charges will be of specific and particular concern to TEC members, particularly in light of impending changes in the forward capacity market.

c. The interests of TEC members may not be the same as those of other NSTAR Companies' customers in regard to the appropriate resolution of issues such as the allocation of costs, tariff availability, tariff terms and conditions, and the allocation of potential savings, if any, as a result of the proposed merger.

d. Therefore, no other party participating in this proceeding may adequately represent the interests of TEC and its members in the instant matter.

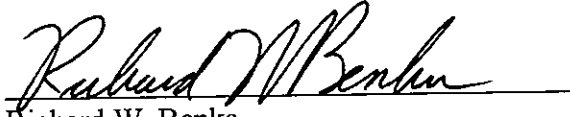
8. TEC seeks all the rights of a full party, including the right to receive service of all filings, to issue discovery, to question witnesses, to present testimony and to submit briefs. TEC anticipates cooperating with the Department, the NSTAR Companies, and other intervenors to ensure the efficient resolution of this proceeding without unnecessary duplication of efforts.

WHEREFORE, TEC respectfully request that the Department grant this petition for leave to intervene as a full-party intervenor and take such other actions as may be necessary and appropriate to allow such intervention.

Respectfully submitted,

The Energy Consortium

By its attorneys,

A handwritten signature in cursive script, appearing to read "Richard W. Benka", is written over a horizontal line.

Richard W. Benka
Mary Beth Gentleman
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, Massachusetts 02210-2600
Telephone: 617-832-1000
Telecopier: 617-832-7000
E-mail: rbenka@foleyhoag.com and
mgentleman@foleyhoag.com

Dated: June 26, 2006

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS
AND ENERGY**

Petition of Boston Edison Company,
Cambridge Electric Light Company,
Canal Electric Company and
Commonwealth Electric Company d/b/a
NSTAR Electric for Approval of Merger

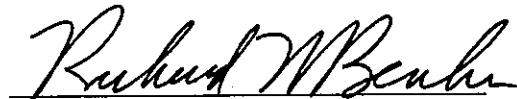
D.T.E. 06-40

CERTIFICATE OF SERVICE

I, Richard W. Benka, attorney for The Energy Consortium, hereby certify that on June 26, 2006 I have served a copy of The Energy Consortium's Petition to Intervene by first-class mail, postage prepaid, to:

Robert N. Werlin, Esquire
Keegan, Werlin LLP
265 Franklin Street
Boston, MA 02110-3113
(also by e-mail)

Joseph Rogers, Esquire
Assistant Attorney General
Utilities Division
Office of the Attorney General
One Ashburton Place
Boston, MA 02108-1598
(also by e-mail)



Richard W. Benka
Foley Hoag LLP
World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: June 26, 2006